



The nationwide gondola pool

RECORDATION NO. 12564-P

DEC 15 1981 - 3

RAILGON COMPANY
401 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

RECORDATION NO. 12564-D

December 14, 1981

DEC 15 1981 - 3 10 PM

7-349A070

DEC 15 1981 - 3 10 PM

Honorable Notary Public
Secretary
Interstate Commerce Commission
12th & Constitutional Avenue, NW
Room 2215 - Recordation Dept.
Washington, DC 20423

No.

DEC 15 1981

Date

Fee \$

ICC Washington, D.C.

\$ 30.00 filing fee

MONITORING UNIT

DEC 15 3 05 PM '81

THE SECRETARY

ICC OFFICE OF

Dear Ms. McGee:

On behalf of Railgon Company, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, two executed originals of each of the following secondary documents:

1. "Amendment to Lease of Railroad Equipment (No. 2)";
2. "Amendment to Conditional Sale Agreement (No. 2)"; and
3. "Amendment to Assignment of Lease and Agreement (No. 2)".

Prior recordations relating to this document are as follows:

1. Conditional Sale Agreement dated as of October 1, 1980, recorded under Recordation No. 12564;
2. Agreement and Assignment dated as of October 1, 1980, recorded under Recordation No. 12564-A;
3. Lease of Railroad Equipment dated as of October 1, 1980, recorded under Recordation No. 12564-B;
4. Assignment of Lease and Agreement dated as of October 1, 1980, recorded under Recordation No. 12564-C;
5. Amendment Agreement dated as of February 15, 1981, recorded under Recordation No. 12564-D;
6. Amendment to Lease of Railroad Equipment (No. 2) dated as of January 1, 1984, recorded under Recordation No. 12564-E;
7. Amendment to Conditional Sale Agreement (No. 2) dated as of October 15, 1984, recorded under Recordation No. 12564-F;
8. Amendment to Lease of Railroad Equipment (No. 2) dated as of October 15, 1984, recorded under Recordation No. 12564-G;

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12564-P
12564-D

Contrafort & Hume

Honorable Noreta R. McGee
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9. Amendment to Assignment of Lease and Agreement (No. 2) dated as of October 15, 1984, recorded under Recordation No. 12564-H;
10. Amendment to Conditional Sale Agreement (No. 2) dated as of November 15, 1984, recorded under Recordation No. 12564-I;
11. Amendment to Lease of Railroad Equipment (No. 2) dated as of November 15, 1984, recorded under Recordation No. 12564-J;
12. Amendment to Assignment of Lease and Agreement (No. 2) dated as of November 15, 1984, recorded under Recordation No. 12564-K;
13. Amendment to Lease of Railroad Equipment (No. 2) dated as of June 16, 1986, recorded under Recordation No. 12564-L;
14. Amendment to Conditional Sale Agreement (No. 2) dated as of June 16, 1986, recorded under Recordation No. 12564-M; and
15. Amendment to Assignment of Lease and Agreement (No. 2) dated as of June 16, 1986, recorded under Recordation No. 12564-N.

Please file the enclosed documents under Recordation No. 12564 under the next available letters.

Parties to these transactions include the following:

Railgon Company - Lessee
101 North Wacker Drive
Chicago, Illinois 60606

The Connecticut Bank and Trust Company,
National Association - as Trustee
for Owner, and Lessor
One Constitution Plaza
Hartford, Connecticut 06115

Mercantile-Safe Deposit and Trust
Company - as Agent for Investors,
and as Mortgagee
Two Hopkins Plaza
Baltimore, Maryland 21201

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The Equipment covered by the enclosed documents is as set forth below:

| <u>Car Type</u> | <u>AAR Mechanical Designation</u> | <u>No. of Units</u> | <u>Reporting Marks</u> | <u>Car Numbers</u> |
|----------------------------|-----------------------------------|---------------------|------------------------|-------------------------|
| 52'6" 100-ton gondola cars | GB | See Below | GONX | See Attached Schedule A |

The cars identified by numbers on Schedule A include certain cars being leased to the Denver and Rio Grande Western Railroad Co. ("DRGW") and a partial listing of certain cars being leased to the Chicago and North Western Transportation Co. ("CNW"), each pursuant to a "Lease of Railroad Equipment" dated as of December 15, 1987, between such lessee railroad and the Lessor. Such cars are being released from Railgon's "Leases of Railroad Equipment" (No's. 1, 2, and 3) in accordance with the terms of Amendments being filed herewith this day. The number of cars being leased to the DRGW from Railgon's Lease (No. 2) totals 127. The number of cars being leased to the CNW from Railgon's Lease (No. 2) cannot be determined until actual car numbers are identified and segregated between Railgon Leases (No. 1) and (No. 2). In total, the cars released to CNW from these two Railgon Leases totals 400.

When the remaining cars being leased to the CNW are identified by number, amendments to the relevant agreements referred to in the first paragraph hereof will be executed by the parties and will be submitted to the ICC for filing and recording.

Enclosed is a check in the amount of \$30 to pay the recording fee for the instant documents.

A short summary of the documents to appear in the Index is as follows:

"Amends the filings under Recordation No. 12564 to provide for the release of certain gondola cars."

Once the filing has been made, please keep the executed original of each document for your files and return to bearer the other stamped originals, together with the fee receipt, the letter from the ICC acknowledging the filing, and the four extra copies of this letter of transmittal.

Very truly yours,



Thomas D. Marion
Director - Equipment Finance
and Assistant Treasurer

TDM:k kb
Enclosures

12/11/87
DRGWN03B

RAILGON COMPANY
SCHEDULE A

(CARS INCLUDED IN DRGW LEASE DATED AS OF 12-15-87,
FROM RAILGON LEASE NO. 2)

PAGE 1

| | CAR NOS. | CAR NOS. | CAR NOS. | CAR NOS. | CAR NOS. |
|----|----------|----------|----------|----------|----------|
| 1 | 310552 | 320419 | 330307 | 340199 | 340455 |
| 2 | 310556 | 320425 | 330312 | 340220 | 340471 |
| 3 | 310558 | 320426 | 330313 | 340227 | 340477 |
| 4 | 310577 | 320441 | 330325 | 340228 | 340485 |
| 5 | 310596 | 320446 | 330327 | 340230 | 340493 |
| 6 | 310598 | 320452 | 330336 | 340246 | 340497 |
| 7 | 310608 | 320453 | 330337 | 340258 | 350241 |
| 8 | 310617 | 320455 | 330338 | 340264 | |
| 9 | 310626 | 320463 | 330347 | 340271 | |
| 10 | 310634 | 320465 | 330350 | 340272 | |
| 11 | 310645 | 320466 | 330363 | 340280 | |
| 12 | 310650 | 320471 | 330370 | 340298 | |
| 13 | 310658 | 320475 | 330375 | 340299 | |
| 14 | 310668 | 320476 | 330379 | 340309 | |
| 15 | 310695 | 320477 | 330401 | 340316 | |
| 16 | 310697 | 320479 | 330404 | 340330 | |
| 17 | 310700 | 320483 | 330411 | 340340 | |
| 18 | 310703 | 320489 | 330412 | 340349 | |
| 19 | 310711 | 330210 | 330416 | 340354 | |
| 20 | 310724 | 330212 | 330417 | 340357 | |
| 21 | 310726 | 330220 | 330419 | 340360 | |
| 22 | 310736 | 330221 | 330439 | 340374 | |
| 23 | 310763 | 330236 | 330441 | 340376 | |
| 24 | 310777 | 330242 | 330450 | 340378 | |
| 25 | 310781 | 330256 | 330454 | 340397 | |
| 26 | 310795 | 330271 | 330475 | 340404 | |
| 27 | 310815 | 330275 | 330476 | 340410 | |
| 28 | 310820 | 330277 | 330490 | 340414 | |
| 29 | 310834 | 330280 | 330494 | 340418 | |
| 30 | 320402 | 330286 | 330497 | 340435 | |

NOTE: THE CAR NUMBERS LISTED ON THIS PAGE ARE THE SAME
FOR THE OLD LEASE WITH RAILGON AS FOR THE NEW LEASE
WITH DRGW.

RAILGON COMPANY
SCHEDULE A

(CARS INCLUDED IN CNW LEASE DATED AS OF 12/15/87 FROM RAILGON LEASE NO. 2)

| ROW NUMBER | OLD RAILGON CAR NUMBER | NEW CNW CAR NUMBER | OLD RAILGON CAR NUMBER | NEW CNW CAR NUMBER | OLD RAILGON CAR NUMBER | NEW CNW CAR NUMBER |
|---------------|---------------------------------|--------------------------|---------------------------------|--------------------------|---------------------------------|--------------------------|
| 1 | 330225 | 350154 | | | | |
| 2 | 340221 | 350105 | | | | |
| 3 | 340241 | 350103 | | | | |
| 4 | 340252 | 350106 | | | | |
| 5 | 340262 | 350121 | | | | |
| 6 | 340266 | 350116 | | | | |
| 7 | 340284 | 350124 | | | | |
| 8 | 340302 | 350119 | | | | |
| 9 | 340305 | 350118 | | | | |
| 10 | 340327 | 350126 | | | | |
| 11 | 340377 | 350149 | | | | |
| 12 | 340391 | 350113 | | | | |
| 13 | 340422 | 350111 | | | | |
| 14 | 340472 | 350151 | | | | |
| 15 | 340480 | 350129 | | | | |
| 16 | 340488 | 350100 | | | | |
| 17 | | | | | | |
| 18 | | | | | | |
| 19 | | | | | | |
| 20 | | | | | | |
| 21 | | | | | | |
| 22 | | | | | | |
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| 24 | | | | | | |
| 25 | | | | | | |
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| 27 | | | | | | |
| 28 | | | | | | |
| 29 | | | | | | |
| 30 | | | | | | |

THE CAR NUMBERS IDENTIFIED ON THIS PAGE REPRESENT A PARTIAL LISTING OF THE 400 CARS BEING LEASED TO CNW PURSUANT TO THE "LEASE OF RAILROAD EQUIPMENT" DATED AS OF DECEMBER 15, 1987 BETWEEN CNW AND THE LESSOR. THE BALANCE OF CARS NOT YET IDENTIFIED BY NUMBER ARE BEING RELEASED FROM RAILGON'S "LEASES OF RAILROAD EQUIPMENT" (NO'S. 1 AND 2) IN ACCORDANCE WITH THE TERMS OF AMENDMENTS DATED AS OF DECEMBER 15, 1987 TO SUCH LEASES. WHEN THE REMAINING CARS ARE IDENTIFIED BY NUMBER, AMENDMENTS TO THE RELEVANT AGREEMENTS WILL BE SUBMITTED TO THE ICC FOR FILING AND RECORDING.

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT
DEC 15 1987 3 22 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT made as of the 15th day of December, 1987 between RAILGON COMPANY, a Delaware corporation (the "Lessee"), and THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, acting not in its individual capacity but solely as Trustee (hereinafter, together with its successors and assigns, called the "Trustee") acting under a Trust Agreement dated as of October 1, 1980 with General Electric Credit Corporation (the "Owner").

RECITALS

WHEREAS, the Trustee and the Lessee are parties to a Lease of Railroad Equipment, dated as of October 1, 1980, as amended (as so amended, the "Lease"), pursuant to which the Trustee leased to the Lessee certain items of railroad equipment described in Schedule A thereto (the "Equipment");

WHEREAS, by an Assignment of Lease and Agreement dated as of October 1, 1980, as amended, the Trustee assigned its rights in, to and under the Lease to Mercantile-Safe Deposit and Trust Company, not in its individual capacity but solely as agent (the "Agent") for certain institutional investors under a Participation Agreement dated as of October 1, 1980, as amended, among the Trustee, the Owner, the Agent, the Investors listed therein and the Lessee;

WHEREAS, the Lease was amended pursuant to (i) the Amendment to Lease of Railroad Equipment (No. 2) dated as of January 1, 1984 in connection with the restructuring of certain indebtedness of the Lessee under the Override and Restructuring Agreement (the "Override Agreement") dated as of January 1, 1984 by and among the Lessee, the Trustee, the Owner, the Agent, the Investors listed on Schedule A to the Override Agreement and Trailer Train Company, a Delaware corporation, (ii) the Amendment to Lease of Railroad Equipment (No. 2) dated as of October 15, 1984 in connection with the further restructuring of such indebtedness pursuant to Amendment No. 1 to the Override and Restructuring Agreement dated as of October 15, 1984 by and among the parties to the Override Agreement, (iii) the Amendment to Lease of Railroad Equipment (No. 2) dated as of November 15, 1984 in connection with the further restructuring of such indebtedness pursuant to Amendment No. 2 to the Override and Restructuring Agreement dated as of November 15, 1984 by and among the parties to the Override Agreement and (iv) the Amendment to Lease of Railroad Equipment (No. 2) dated as of June 16, 1986 in connection with the further restructuring of such indebtedness pursuant to Amendment No. 3 to the Override and Restructuring Agreement dated as of June 16, 1986 by and among the parties to the Override Agreement;

WHEREAS, the Trustee has as of this date entered into a Lease of Railroad Equipment with the Denver and Rio Grande Western Railroad Company, a Delaware corporation, pursuant to which the Trustee has leased to such entity certain items of the Equipment described in Schedule A hereto;

WHEREAS, the Trustee has as of this date entered into a Lease of Railroad Equipment with the Chicago and North Western Transportation Company, a Delaware corporation, pursuant to which the Trustee has leased to such entity certain items of the Equipment described in Schedule B hereto; and

WHEREAS, in consideration of the foregoing, the parties to the Lease have agreed to amend the Lease on the terms set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

1. The last sentence of Section 2 of the Lease is deleted in its entirety and the following paragraph is added at the end of Section 2 of the Lease:

The parties hereto acknowledge that the Trustee is entering into (i) a Lease of Railroad Equipment dated as of December 15, 1987 (the "Denver and Rio Grande Western Lease") with the

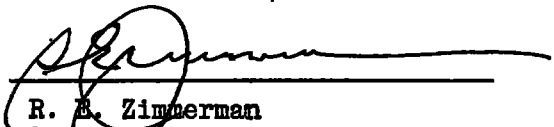
Denver and Rio Grande Western Railroad Company (the "Denver and Rio Grande Western Lessee") pursuant to which the Trustee is leasing to the Denver and Rio Grande Western Lessee certain of the Units (the "Denver and Rio Grande Western Units") described in Schedule A to that certain Amendment to Lease of Railroad Equipment (No. 2) dated as of December 15, 1987 between the Trustee and the Lessee and (ii) a Lease of Railroad Equipment dated as of December 15, 1987 (the "Chicago and North Western Lease") with the Chicago and North Western Transportation Company (the "Chicago and North Western Lessee") pursuant to which the Trustee is leasing to the Chicago and North Western Lessee certain of the Units (the "Chicago and North Western Units") described in Schedule B to that certain Amendment to Lease of Railroad Equipment (No. 2) dated as of December 15, 1987 between the Trustee and the Lessee. Notwithstanding anything contained in this Lease to the contrary, including, without limitation, Section 12, the parties agree that the Denver and Rio Grande Western Units and the Chicago and North Western Units are released from the Lease and the Lease (other than the provisions of this paragraph and those provisions of the Lease that survive the termination of the Lease) is terminated as to such Denver and Rio Grande Western Units and Chicago and North Western Units. For purposes of this Lease the term "Units" shall mean the Units then remaining subject to this Lease as of the date of determination.

4. Except as modified or amended hereby, the Lease shall remain in full force and effect in accordance with its terms. This Amendment may be executed in two or more counterparts which when taken together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers as of the date first above written.


RAILGON COMPANY

By


R. B. Zimmerman

VICE PRESIDENT and TREASURER

[Corporate Seal]
Attest:


Assistant Secretary

THE CONNECTICUT BANK AND
TRUST COMPANY, NATIONAL
ASSOCIATION, not in its
individual capacity, but
solely as Trustee

By _____

[Seal]
Attest:

RAILGON COMPANY

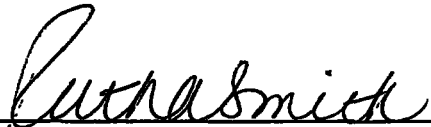
By _____

[Corporate Seal]
Attest:

THE CONNECTICUT BANK AND
TRUST COMPANY, NATIONAL
ASSOCIATION, not in its
individual capacity, but
solely as Trustee

By  _____

[Seal]
Attest:



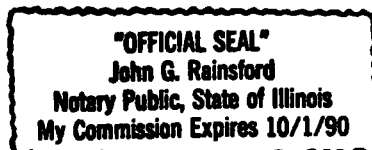
STATE OF ILLINOIS)
) ss.:
COUNTY OF DU PAGE)

On this 10th day of December, 1987, before me personally appeared R. E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the VICE PRESIDENT and TREASURER of Railgon Company, one of the corporations described in and which executed the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

My Commission Expires:



COUNTY OF HARTFORD

VICE PRESIDENT of The Connecticut Bank and Trust Company, National Association, one of the corporations described in and which executed the foregoing instrument, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Susan L. Atkinson

- [Notarial Seal]

My Commission Expires:

HELAN D. ATKINSON
NOTARY PUBLIC

MY COMMISSION EXPIRES MARCH 31, 1992

SCHEDULE A

Description of Units Leased to the Denver and Rio Grande Western Lessee

| <u>Car Type</u> | <u>AAR Mechanical Designation</u> | <u>Reporting Marks</u> |
|-------------------------------|---------------------------------------|----------------------------|
| 52'6" 100-ton gondola cars | GB | GONX |

| <u>CAR NOS.</u> | <u>CAR NOS.</u> | <u>CAR NOS.</u> | <u>CAR NOS.</u> | <u>CAR NOS.</u> |
|-----------------|-----------------|-----------------|-----------------|-----------------|
| 310552 | 320419 | 330307 | 340199 | 340455 |
| 310556 | 320425 | 330312 | 340220 | 340471 |
| 310558 | 320426 | 330313 | 340227 | 340477 |
| 310577 | 320441 | 330325 | 340228 | 340485 |
| 310596 | 320446 | 330327 | 340230 | 340493 |
| 310598 | 320452 | 330336 | 340246 | 340497 |
| 310608 | 320453 | 330337 | 340258 | 350241 |
| 310617 | 320455 | 330338 | 340264 | |
| 310626 | 320463 | 330347 | 340271 | |
| 310634 | 320465 | 330350 | 340272 | |
| 310645 | 320466 | 330363 | 340280 | |
| 310650 | 320471 | 330370 | 340298 | |
| 310658 | 320475 | 330375 | 340299 | |
| 310668 | 320476 | 330379 | 340309 | |
| 310695 | 320477 | 330401 | 340316 | |
| 310697 | 320479 | 330404 | 340330 | |
| 310700 | 320483 | 330411 | 340340 | |
| 310703 | 320489 | 330412 | 340349 | |
| 310711 | 330210 | 330416 | 340354 | |
| 310724 | 330212 | 330417 | 340357 | |
| 310726 | 330220 | 330418 | 340360 | |
| 310736 | 330221 | 330439 | 340374 | |
| 310763 | 330236 | 330441 | 340376 | |
| 310777 | 330242 | 330450 | 340378 | |
| 310781 | 330256 | 330454 | 340397 | |
| 310795 | 330271 | 330475 | 340404 | |
| 310815 | 330275 | 330476 | 340410 | |
| 310820 | 330277 | 330490 | 340414 | |
| 310834 | 330280 | 330494 | 340418 | |
| 320402 | 330286 | 330497 | 340435 | |

SCHEDULE B

Description of Units Leased to the Chicago and North Western Lessee

| <u>Car Type</u> | <u>AAR Mechanical Designation</u> | <u>Reporting Marks</u> |
|------------------------------|---------------------------------------|----------------------------|
| 52'6" 100-ton gondola car | GB | GONX |

CAR NUMBER

330225-
 340221-
 340241-
 340252-
 340262-
 340266-
 340284-
 340302-
 340305-
 340327-
 340377-
 340391-
 340422-
 340472-
 340480-
 340488-